

UNITED STATES DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA
WESTERN DIVISION

In re GEMSTAR-TV GUIDE
INTERNATIONAL INC.
SECURITIES LITIGATION

Master File No. 02-CV-2775-MRP (PLAx)
CLASS ACTION

**ORDER APPROVING LEAD
PLAINTIFFS' FINAL DISTRIBUTION
PLAN**

This Document Relates To:

All Actions.

Courtroom: 12
Judge: Hon. Mariana R. Pfaelzer

1 Lead Plaintiffs, the Teachers' Retirement System of Louisiana and the
2 General Retirement System of the City of Detroit ("Lead Plaintiffs"), moved this
3 Court for an order approving a final distribution plan for the Net Settlement Fund,
4 and the Court having considered all the materials and arguments submitted in
5 support of this motion, including the Memorandum in Support of Unopposed
6 Motion for Entry of Order Approving Final Distribution Plan and the Declaration
7 of Stephen J. Cirami in Support of Approval of Final Distribution Plan (the
8 "Cirami Declaration"), submitted herewith;

9 **NOW, THEREFORE, IT IS HEREBY ORDERED:**

10 1. Lead Plaintiffs' proposed plan for final distribution of the Net
11 Settlement Fund to Authorized Claimants is APPROVED. Accordingly:

12 a. The administrative determinations of the claims administrator,
13 The Garden City Group, Inc. ("GCG"), with respect to Late Adjusted Claims
14 and Late Claims, each as set forth in the Cirami Declaration, are approved;

15 b. All shares of Gemstar-TV Guide International Inc. ("Gemstar")
16 common stock issued in accordance with the terms of the Stipulation of Partial
17 Settlement filed with the Court April 20, 2004, but returned by Authorized
18 Claimants or by the U.S. Postal Service as undeliverable (each an
19 "Undistributed Gemstar Settlement Share"), shall be treated as follows:

20 i. GCG shall have the authority to execute an election to
21 receive 0.2548 shares of Macrovision Corporation ("Macrovision")
22 common stock for each Undistributed Gemstar Share, as set forth in the
23 March 31, 2008 Joint Proxy Statement-Prospectus filed by Macrovision
24 and Gemstar pursuant to Section 424(b)(3) of the Securities Act of 1933;

25 ii. Lead Counsel shall have the authority, once the
26 Macrovision shares are issued, to sell such shares of Macrovision
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1 common stock, and to pay all taxes and tax preparation and other
2 expenses occasioned by such sale; and

3 iii. Lead Counsel shall deposit into the Settlement Fund the
4 net proceeds from the sale of such Macrovision shares;

5 c. All Undistributed Gemstar Settlement Shares that were
6 (1) initially returned as undeliverable, but (2) where updated contact
7 information was obtained such that election letters were mailed to Authorized
8 Claimants, but (3) such election letters were not returned within thirty days of
9 the date the election letters were mailed, shall be treated in the same manner
10 as set forth in paragraph 1.b. above;

11 d. Those Authorized Claimants who were not included in the
12 Initial Distribution (*i.e.*, Late Adjusted Claims and Late Claims) shall be paid
13 their *pro rata* share of the First Distribution amount. By receiving this
14 payment (the "Catch-Up Payment") now, these Authorized Claimants would
15 reach a state of parity with those Authorized Claimants that were paid in the
16 First Distribution;

17 e. A second distribution of the Net Settlement Fund shall be
18 conducted pursuant to which the remaining Net Settlement Fund (including
19 the funds deposited as a result of the liquidation of Macrovision shares), after
20 deducting the payments previously allowed and requested herein, and after the
21 payment of any estimated taxes and the costs of preparing appropriate final
22 tax returns, will be distributed to each Authorized Claimant who would
23 receive at least \$10.00 and either has cashed his, her or its First Distribution
24 check or who is receiving a Catch-Up Payment;

25 f. If cost-effective, not less than three months after this
26 distribution, a further distribution of the Net Settlement Fund shall be
27 conducted, pursuant to which all funds from undeliverable, uncashed, or
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1 returned checks, after payment of any unpaid costs or fees incurred or to be
2 incurred, shall be distributed to Authorized Claimants who cashed the
3 distribution checks described in the immediately preceding paragraph and
4 who would receive at least \$25 in such further distribution based on their
5 Recognized Claims, with such additional redistributions thereafter in three-
6 month intervals until GCG and Lead Counsel determine that further
7 redistribution is not cost-effective; and

8 g. At such time as GCG and Lead Counsel determine that further
9 redistribution is not cost-effective, the balance of the Net Settlement Fund,
10 after payment of taxes and Court-approved costs or fees, shall be donated to
11 non-sectarian, not-for-profit, 501(c)(3) organization(s) designated by Lead
12 Counsel without need of further Court order;

13 2. The final amount of fees and expenses incurred and to be incurred by
14 GCG in connection with its administration and final distribution of the Settlement
15 are approved. Lead Counsel is directed to pay \$258,834.20 out of the Settlement
16 Fund to GCG for such fees and expenses incurred and to be incurred by GCG in
17 connection with its administration and final distribution of the Settlement;

18 3. GCG is authorized to immediately shut down the interactive voice
19 response ("IVR") system and immediately destroy paper copies of Proof of Claim
20 forms, and to destroy electronic copies of claim records three years after final
21 distribution of the Net Settlement Fund;

22 4. All persons involved in the review, verification, calculation,
23 tabulation, or any other aspect of the processing of the Claims submitted herein, or
24 otherwise involved in the administration or taxation of the Settlement Fund or the
25 Net Settlement Fund (the "Released Persons"), are released and discharged from
26 any and all claims arising out of such involvement, and all Class Members,
27 whether or not they are to receive payment from the Net Settlement Fund, are
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1 barred from making any further claim against the Net Settlement Fund or the
2 Released Persons beyond the amount allocated to them as provided in the Order
3 Authorizing Distribution of the Settlement Funds (Dkt. No. 274) and this Order;
4 and

5 5. The Court retains jurisdiction to consider any further applications
6 concerning the administration of the Settlement, and such other and further relief
7 as this Court deems appropriate.

8 IT IS SO ORDERED.

9 Dated: June 05, 2009

10 **BY THE COURT:**

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13 Honorable Mariana R. Pfaelzer
14 United States District Judge
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